

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1114.
FILED, MAY 14th, 1964.

R. J. JOWSEY MINING COMPANY LIMITED

Incorporated under the Companies Act (Ontario) by Letters Patent dated September 26th, 1928.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing Statement No. 920.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) By an agreement dated May 13, 1964 International Bond and Equity Corporation Limited, Room 1808, 80 King Street West, Toronto, Ontario agreed to purchase 840,073 shares of the Company at the price of 57½¢ per share from Robert A. White, 25 Adelaide Street West, Toronto, Ontario acting on behalf of himself and John R. Shemilt, 51 Montessor Drive, Willowdale, Ontario and David W. Smith, 221 Royalite Building, Calgary, Alberta. Following the completion of such purchase it is proposed to change four directors as set out in item 3. Such purchase by International Bond and Equity Corporation Limited together with the holdings of R. J. Jowsey may materially effect the control of the Company.</p> <p>(b) Changes in investments as set out in item 17 hereof.</p> <p>(c) The acquisition of claims in the Timmins area.</p>
2. Head office address and any other office address.	Suite 324, 12 Richmond Street East, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" on page 3.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - \$7,500,000 divided into 7,500,000 shares with a par value of \$1 each; issued and outstanding - 3,587,013 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company's future development plans are, in general, the continued exploration for and development of potential mining properties, directly, and through participation in exploration and development syndicates. In particular, the Company proposes to continue exploration of its Frechette Township, Ontario, property, and to carry out exploration and development of its Timmins area claims, recently acquired, which consist of a group of 6 claims in Carnegie Township, and 35 claims in Duff Township. Further work is also planned for the 147 claim group held in the Lynn Lake area, Manitoba.</p>

10. Brief statement of company's chief development work during past year.	<p>During the past year, the Company's chief development work consisted of -</p> <p>(a) Prospecting and geophysical surveys of 45 claim group, Marion & Genoa Townships, Ontario;</p> <p>(b) A group of 12 claims was acquired in the Townships of Senneterre and Tiblemont, Quebec, on which surface exploration and a magnetometer survey was done;</p> <p>(c) Surface prospecting and the staking of claims was done in the Timmins area, Ontario, and the Company has acquired 6 claims in Carnegie Township, and 35 claims in Duff Township.</p> <p>in addition, the Company has participated in various exploration and development syndicates and has examined prospects found by the Company or brought to its attention.</p> <p>The option dated May 7, 1963 between J. P. Sheridan, P. Eng., Suite 604, 121 Richmond Street West, Toronto, Ontario and the Company to acquire four mining leases in the Blue Hill Area, Hancock County, Maine was not proceeded with.</p>										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company acquired twelve claims in the Townships of Senneterre and Tiblemont, Quebec from Gordon G. Plaskett, 5 King George's Road, Toronto for \$6,000.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Five largest registered shareholders, as reported May 12th, 1964, by Crown Trust Company, Toronto.</p> <table> <tr> <td>1. John R. Shemilt, 51 Montessor Drive, Willowdale, Ontario.</td><td>380,109</td></tr> <tr> <td>2. Newlund Mines Limited, Suite 2402 - 44 King St. West, Toronto 1, Ontario.</td><td>124,000</td></tr> <tr> <td>3. Nipiron Mines Limited, Suite 427 - 12 Richmond St. East, Toronto 1, Ontario.</td><td>117,949</td></tr> <tr> <td>4. R. J. Jowsey, P. H. 3, - 567 Avenue Road, Toronto 1, Ontario.</td><td>107,766</td></tr> <tr> <td>5. Ross, Knowles & Co. Ltd., 105 Adelaide St. West, Toronto 1, Ontario.</td><td>81,806</td></tr> </table> <p>R. J. Jowsey is the beneficial owner of the shares registered in his name; the Company has no knowledge as to beneficial ownership of the other shareholdings set forth above.</p>	1. John R. Shemilt, 51 Montessor Drive, Willowdale, Ontario.	380,109	2. Newlund Mines Limited, Suite 2402 - 44 King St. West, Toronto 1, Ontario.	124,000	3. Nipiron Mines Limited, Suite 427 - 12 Richmond St. East, Toronto 1, Ontario.	117,949	4. R. J. Jowsey, P. H. 3, - 567 Avenue Road, Toronto 1, Ontario.	107,766	5. Ross, Knowles & Co. Ltd., 105 Adelaide St. West, Toronto 1, Ontario.	81,806
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4. R. J. Jowsey, P. H. 3, - 567 Avenue Road, Toronto 1, Ontario.	107,766										
5. Ross, Knowles & Co. Ltd., 105 Adelaide St. West, Toronto 1, Ontario.	81,806										

SCHEDULE "A"

Present officers and directors:

Chairman and Director	- Robert Jackson Jowsey, P.H. 3, 567 Avenue Road, Toronto 7, Ontario.	- Mining Executive
President & Director	- Frederick Hurdman Jowsey, 9 Glengowan Road, Toronto 12, Ontario.	- Mining Consultant
Vice-President & Director	- Joseph J. Rankin, 11 York Ridge, Willowdale, Ontario.	- Mining Engineer
Secretary-Treasurer & Director	- Henry T. Hurley, 126 Colin Avenue, Toronto, Ontario.	- Mining Executive
Director	- Walter B. Maxwell, 9 Wood Avenue, Toronto, Ontario.	- Mining Engineer
Director	- Percy C. Finlay, Q.C. 184 Alexandra Blvd., Toronto 12, Ontario.	- Barrister & Solicitor

Proposed officers and directors if International Bond and Equity

Corporation Limited completes the purchase of the shares referred to in item 1 hereof:

Chairman and Director	- Robert Jackson Jowsey, P.H. 3, 567 Avenue Road, Toronto 7, Ontario.	- Mining Executive
President & Director	- Frederick Hurdman Jowsey, 9 Glengowan Road, Toronto 12, Ontario.	- Mining Consultant
Director	- Donald Murray Lorimer, 286 Oriole Parkway, Toronto, Ontario.	- Chartered Accountant 1960-64 The Patino Mining Corporation Limited 1959 - Price Waterhouse & Company
Director, Vice-President and Secretary-Treasurer	- H. Murray Sinclair, 259 Dawlish Avenue, Toronto, Ontario.	1959-61 - Representative of A.E. Ames & Company Limited 1962-64 - Research Director of Midland-Osler Securities Limited
Director	- Robert G. Crompton, 84 Highbourne Avenue, Toronto, Ontario.	1955-62 - Representative of A.E. Ames & Company Limited 1962-64 - Partner of Davidson & Company
Director	- Peter B. Bell, 54 Eastbourne Avenue, Toronto, Ontario.	- Barrister & Solicitor

FINANCIAL STATEMENTS

R. J. JOWSEY MINING COMPANY LIMITED

(Incorporated under the laws of the Province of Ontario), and its subsidiary Company, God's Lake Gold Mines Limited.

CONSOLIDATED BALANCE SHEET - April 30, 1964.

ASSETS

CURRENT ASSETS

Cash	\$ 2,515	
Accounts receivable	4,744	
Due from broker on security transactions	29,922	
Prepaid Expenses	150	
		\$ 37,331

SHARES AND OTHER INTERESTS

Listed shares at cost - quoted market value \$1,430,865	1,348,905	
Other shares and participations at less than cost	256,408	
Advances to other companies	198,518	
	1,803,831	
Less allowance for decline in value	1,050,000	753,831

MINING CLAIMS AND OIL LEASES at cost or less 26,966

OTHER ASSETS AND DEFERRED CHARGES

Equipment at cost	11,348	
Advances re staking	4,203	
Exploration and development expenditures deferred	498,798	514,349
		\$ 1,332,477

LIABILITIES

CURRENT LIABILITIES

Bank Loan (secured)	\$ 35,000	36,261.
Accounts payable and accrued liabilities ..	1,261	

SHAREHOLDERS EQUITY

Capital stock		
Authorized - 7,500,000 shares of \$1. each		
Issued - 3,587,013 "	3587013	
Deduct discount less premium on shares	232674	
	3354339	
Contributed surplus arising from reduction in capital	2319635	
	5673974	
Deduct deficit	4377758	1296216

Approved on behalf of the Board:

R. J. Jowsey Director
N. S. Hurley Director

\$ 1332477

R. J. JOWSEY MINING COMPANY LIMITED

- - and its subsidiary company, God's Lake Gold Mines Limited

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

April 30th, 1964

1. Options were outstanding on 700,000 shares of Atlin Ruffner Mines (B.C.) Limited, as follows:

<u>No. of Shares</u>	<u>Price per share</u>	<u>Exercisable on or before</u>
200,000	6¢	November 24, 1964
200,000	6¢	February 24, 1965
300,000	6¢	May 24, 1965

These options on 700,000 shares were fully exercised and paid for on May 8th, 1964.

2. Non-consolidated Partly Owned Subsidiary Companies

Other shares and participations appearing in the balance sheet includes shares of non-consolidated subsidiary companies at a cost of \$100,818, and advances to other companies includes advances to non-consolidated subsidiary companies of \$4,815. The accounts of these subsidiary companies have not been consolidated as the amount of their assets is not material in relation to the total assets of the consolidated companies. The expenditures of two of these companies have been deferred to future operations except for certain write-offs carried direct to deficit. The portion of this amount so charged to deficit attributable to the shares held by the consolidated companies amounts to \$6,792. The unaudited accounts of the other subsidiary company show a net book value attributable to the shares held of approximately \$750. These shares were acquired at a cost of \$11,724 and allowance has been made for the decline in value.

R. J. JOWSEY MINING COMPANY LIMITED

and its subsidiary company, God's Lake Gold Mines Limited

CONSOLIDATED STATEMENT OF INCOME

For the four months ended April 30, 1964

Revenue	\$		\$
Dividends		21275	
Royalties		<u>199</u>	21473

Administrative and General Expenses

Administrative and office salaries	4497
Directors' fees	500
Rent	2400
Office and other corporate expenses	3643
Interest expense	<u>1615</u>
	12655

General Exploration Expenditures

Management fees	1500		
General property exploration and grubstakes	10992	12492	25147

Loss for the period 3674

CONSOLIDATED STATEMENT OF DEFICIT

For the four months ended April 30, 1964.

Balance January 1, 1964		4263276
Add: Loss for the period	3674	
Loss on sale of securities	110808	114482
Balance April 30, 1964		<u>\$ 4377758</u>

R. J. JOWSEY MINING COMPANY LIMITED

Statement of Source and Application of Funds.

May 4/64

Dec. 31/63 - Cash on hand as per audited Balance Sheet \$4,290.00

Receipts:

Dividends, Denison Mines Ltd.	\$21,275.00	
Shares Sold:		
400,000 Atlin-Ruffner Mines (B.C.). Ltd.	20,000.00	
7500 Denison Mines Ltd.	82,470.00	
1600 Dominion Magnesium Limited,-	12,814.00	
644,000 Sand River Gold Mining Co. Ltd.	<u>40,030.93</u>	155,314.93
Petroleum & Natural Gas leases, Sask.	<u>1,021.75</u>	<u>177,611.68</u>
		<u>181,901.68</u>

Disbursements: General

Exploration Syndicates and Grub stakes	11,048.58	
Field Exploration and Development	1,445.01	
Payments on Optioned Claims,- (Manitoba 800.00)		
(Ontario 3,403.00)		
(Quebec 6,000.00)	10,203.00	
Management fees and Consulting Engineers -	1,500.00	
Crown Trust Co. Transfer Agent, -	2,812.34	
Legal fees and disbursements, -	1,496.00	
Advances to subsidiary and associated Companies,-	7,100.00	
Purchase 10,000 shares Black Hawk Mining Ltd.,-	10,988.00	
Interest charges on loans, -	1,615.07	
Bank loan reductions	<u>89,638.00</u>	- 137,846.00
<u>Office Expenses.</u>		
Rent	2,400.00	
Salaries	2,997.28	
Telephone and telegraph	954.08	
Travelling, memberships and Entertainment	1,212.91	
Licenses and Taxes	290.34	
General Expense	<u>1,852.63</u>	- 9,707.24

Payment of Accounts Payable as at Dec. 31/63,- 1,911.62

Apr. 30/64. Cash on Hand 32,436.82

The attached Statement of Source and Application of Funds from December 31st, 1963 to April 30th, 1964, sets out the only material changes in the financial position of the Company since December 31st, 1963, the date of the Company's last audited financial statements.

DATED this 4th day of May, 1964.

.....
F. H. Jowsey, Director
.....
H. T. Hurley, Director

R. J. JOWSEY MINING COMPANY LIMITED

The following transactions have taken place since April 30th. 1964, the date of the Balance Sheet submitted.

1. May 8th.1964 - sold 50,000 shares of Dominion Magnesium Limited at \$ 8.00 per share - \$ 400,000. - paid in cash.
2. May 8th.1964 - sold 700,000 shares Atlin-Ruffner Mines (B.C.) Limited to Hevenor & Co. for total of \$ 42,000. - paid in cash.

This is the final payment required prior to Hevenor & Co. acquiring control of that Company.

R. J. JOWSEY MINING COMPANY LIMITED,

per

.....
R. J. Jowsey
.....
Director
.....
H. T. Hurley
.....
Director

Toronto, Ont. May 12th. 1964

LISTED SHARES AS AT APRIL 30, 1964

<u>SHARES</u>		<u>COST</u>	<u>QUOTED MARKET VALUE</u>
703,403	Atlin-Ruffner Mines (B.C.) Limited	\$ 182,789	\$ 66,823
10,000	Black Hawk Mining Company Limited	10,988	11,250
42,550	Denison Mines Limited	2	547,831
78,400	Dominion Magnesium Limited	743,276	686,000
148,345	Lyndhurst Mining Company Limited	246,317	12,609
20,245	Lyndhurst Mining Company Limited (in escrow)	-	-
5,000	Kiena Gold Mines Limited	525	22,750
88,300	Radiore Uranium Mines Limited	151,725	42,384
2,143	Rockwin Mines Limited	1	600
47,895	Sand River Gold Mining Company Limited	7,580	2,634
90,000	Sand River Gold Mining Company Limited (in escrow)	-	-
374,643	South Dufault Mines Limited	4,212	37,464
4,000	Winchester Larder Mines Limited	1,490	520
		<u>\$ 1,348,905</u>	<u>\$ 1,430,865</u>

OTHER SHARES AND PARTICIPATIONS
as at April 30th, 1964

<u>SHARES</u>		<u>Cost less Amounts Written Off</u>
588,283	Amalgamated Knee Lake Mines (in escrow) - partly owned subsidiary Company	4,961
1,264,505	Nickel Lake Mines (including 630,000 shares in escrow) - partly owned subsidiary Company	84,133
1,150,000	Twin Mountain Uranium Mines (including 760,000 shares in escrow) - partly owned subsidiary company	11,724
5,482	Alaska - Canadian Mining and Exploration (including 4,775 shares in escrow)	250
12,500	Bargold Mines	1,250
24,916	Blind River Uranium Mines (in escrow)	1
1,000	Caramet Gold Mines	1,000
149,380	Deranco Mines (including 134,445 shares in escrow)	7,257
40,500	Dickstone Copper Mines	4,867
60,800	Duncan Range Iron Mines (including 60,750 shares in escrow)	1
1,500	Eastate Projects	1,500
10,000	Emkay Development	3,750
5,000	Feromac Mines	250
6,500	Horne Fault Mines	975
300,000	Jowsey Denton Gold Mines (in escrow)	10,025
300,000	Killala Lake Mines (including 270,000 shares in escrow)	11,452
56,000	Kirkland Gateway Gold Mines	924
119,583	Nickel Valley Copper Mines	14,188
10,000	Olivet Gold Mines	800
358,775	Proprietary Mines Holdings	41,775
100,000	Springhurst Copper Mines (in escrow)	2
733,088	Squall Lake Gold Mines	45,499
18,000	Young Shannon Gold Mines	810
	Sundry shares carried at no value	
	Participations, sundry units, interests and royalties	<u>9,014</u>
		<u>\$ 256,408</u>

Statement of changes in shares held in other Companies for period
Jan. 1st. to May 12th. 1964.

Sold

Jan. 16 - Feb. 25 -	7,500 Denison Mines Limited	\$ 82,470.00
Jan. 16 - May 6 -	1,900 Dominion Magnesium Limited	15,451.00
- May 8 -	50,000 Dominion Magnesium Limited	400,000.00
Apr. 1 - May 8	1,100,000 Atlin-Ruffner Mines (B.C.) Limited	62,000.00
Feb. 3 - Apr. 27	644,000 Sand River Gold Mining Co. Ltd.	40,030.33

Delivered

February - 25,000 Atlin-Ruffner to Hevenor & Co. - no cost,
as per Atlin-Ruffner Underwriting -

Received

Feb. - 300,000 Atlin-Ruffner treasury shares as per underwriting,
Hevenor & Co., re settlement of \$ 40,000. debts.

Bought

Mar. 3 - 13 -	10,000 Black Hawk Mining Limited	\$ 10,988.00
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R. J. JOWSEY MINING COMPANY LIMITED
and its subsidiary company, God's Lake Gold Mines Limited

CONSOLIDATED STATEMENT OF INCOME

For the year ended December 31, 1963

Revenue			
Dividends	\$ 92,550		
Royalties	555		
Interest	1,871		
Sundry income	<u>100</u>	\$	95,076
Administrative and General Expenses			
Administrative and office salaries	15,557		
Directors' fees	2,100		
Rent	7,554		
Transfer agent's fees	2,812		
Legal and audit	3,531		
Annual meeting expense	1,399		
Office and other corporate expenses	7,874		
Interest expense	<u>9,819</u>		
	50,646		
General Exploration Expenditures			
Management fees and expenses	\$13,913		
General property exploration	<u>17,717</u>	<u>31,630</u>	<u>82,276</u>
Net income for the year		\$	<u>12,800</u>

CONSOLIDATED STATEMENT OF DEFICIT

For the year ended December 31, 1963

Balance January 1, 1963		\$4,160,859
Add:		
Loss on sale of securities	\$110,626	
Advances to other companies written off	<u>4,591</u>	<u>115,217</u>
		4,276,076
Deduct net income for the year		<u>12,800</u>
Balance December 31, 1963		<u>\$4,263,276</u>

R. J. JOWSEY MINING COMPANY LIMITED
and its subsidiary company, God's Lake Gold Mines Limited

CONSOLIDATED STATEMENT OF EXPLORATION
AND DEVELOPMENT EXPENDITURES DEFERRED

For the year ended December 31, 1963

	Balance Jan. 1, 1963	Year 1963	Balance Dec. 31, 1963
Manitoba Claims			
Athapapuskow and Herb Lake	\$ 2,211	\$ 300	\$ 2,511
Lynn Lake	317,802	735	318,537
Rice Lake (Packsack)	1,275	145	1,420
Ontario Claims			
Calvin Township	4,205	117	4,322
Clear Water Lake	34,299	104	34,403
McNeill Township	12,175	214	12,389
Marion and Genoa Townships		9,463	9,463
Frechette Township	11,656	1,045	12,701
Saskatchewan			
Land and oil leases	<u>105,588</u>	<u>(1,770)</u>	<u>103,818</u>
Balance deferred at December 31, 1963	<u>\$489,211</u>	<u>\$10,353</u>	<u>\$499,564</u>

R. J. JOWSEY MINING COMPANY LIMITED
and its subsidiary company, God's Lake Gold Mines Limited

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 1963

1. Subsequent to the date of the balance sheet the company has entered into an agreement with Atlin-Ruffner Mines (B.C.) Limited whereby Atlin-Ruffner Mines (B.C.) Limited will issue 300,000 shares of its capital stock and transfer sundry shares with a book value of \$250 in full satisfaction of its indebtedness of approximately \$30,000 to R. J. Jowsey Mining Company Limited.
2. Subsequent to the date of the balance sheet the company has granted an option on 1,100,000 shares of Atlin-Ruffner Mines (B.C.) Limited exercisable as follows:

<u>No. of shares</u>	<u>Price per share</u>	<u>Exercisable on or before</u>
200,000	5¢	since exercised
200,000	5¢	August 24, 1964
200,000	6¢	November 24, 1964
200,000	6¢	February 24, 1965
300,000	6¢	May 24, 1965

3. Non-consolidated Partly Owned Subsidiary Companies

Other shares and participations appearing in the balance sheet includes shares of non-consolidated subsidiary companies at a cost of \$100,818, and advances to other companies includes advances to non-consolidated subsidiary companies of \$4,815. The accounts of these subsidiary companies have not been consolidated as the amount of their assets is not material in relation to the total assets of the consolidated companies. The expenditures of two of these companies have been deferred to future operations except for certain write-offs carried direct to deficit. The portion of this amount so charged to deficit attributable to the shares held by the consolidated companies amounts to \$6,792. The unaudited accounts of the other subsidiary company show a net book value attributable to the shares held of approximately \$750. These shares were acquired at a cost of \$11,724 and allowance has been made for the decline in value.

R. J. JOWSEY MINING COMPANY LIMITED
and its subsidiary company, God's Lake Gold Mines Limited

LISTED SHARES

SCHEDULE "A"

December 31, 1963

		<u>Quoted Market Value</u>
828,403	Atlin-Ruffner Mines (B.C.) Limited (note 2)	\$ 53,846
50,050	Denison Mines Limited	497,998
80,000	Dominion Magnesium Limited	680,000
5,000	Kiena Gold Mines Limited	18,750
148,345	Lyndhurst Mining Company Limited	11,868
20,405	Lyndhurst Mining Company Limited (in escrow)	
88,300	Radiore Uranium Mines Limited	46,800
2,143	Rockwin Mines Limited	707
691,895	Sand River Gold Mining Company Limited	34,595
90,000	Sand River Gold Mining Company Limited (in escrow)	
374,643	South Dufault Mines Limited	31,845
4,000	Winchester Larder Mines Limited	420
		<u>\$1,376,829</u>

R. J. JOWSEY MINING COMPANY LIMITED
and its subsidiary company, God's Lake Gold Mines Limited

OTHER SHARES AND PARTICIPATIONS

SCHEDULE "B"

December 31, 1963

588,283	Amalgamated Knee Lake Mines (in escrow) - partly owned subsidiary company
1,264,505	Nickel Lake Mines (including 630,000 shares in escrow) - partly owned subsidiary company
1,150,000	Twin Mountain Uranium Mines (including 760,000 shares in escrow) - partly owned subsidiary company
5,482	Alaska-Canadian Mining and Exploration (including 4,775 shares in escrow)
12,500	Bargold Mines
24,916	Blind River Uranium Mines (in escrow)
1,000	Caramat Gold Mines
149,380	Deranco Mines (including 134,445 shares in escrow)
40,500	Dickstone Copper Mines
60,800	Duncan Range Iron Mines (including 60,750 shares in escrow)
1,500	Estate Projects
10,000	Emkay Development
5,000	Feromac Mines
6,500	Horne Fault Mines
300,000	Jowsey Denton Gold Mines (in escrow)
300,000	Killala Lake Mines (including 270,000 shares in escrow)
56,000	Kirkland Gateway Gold Mines
119,583	Nickel Valley Copper Mines
10,000	Olivet Gold Mines
358,775	Proprietary Mines Holdings
100,000	Springhurst Copper Mines (in escrow)
733,088	Squall Lake Gold Mines
18,000	Young Shannon Gold Mines

Sundry shares carried at no value

Participations, sundry units, interests
and royalties

R. J. JOWSEY MINING COMPANY LIMITED
and its subsidiary company, God's Lake Gold Mines Limited

MINING CLAIMS AND OIL LEASES

SCHEDULE "C"

December 31, 1963

Manitoba Claims

Athapapuskow and Herb Lake, at cost	\$ 5,560
Lynn Lake	1
Rice Lake (Packsack), at cost	1,608
Athapapuskow 33 1/3% interest at cost	3,000

Ontario Claims

Calvin Township, at cost	1,000
Clear Water Lake	1
McNeil Township	1
Marion and Genoa Township, 60% interest at cost	8,950

Quebec Claims

Mattagami Lake, at cost	844
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Saskatchewan

Land and oil leases	1
	<u>\$20,966</u>

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	R.J. Jowsey P.H. 3, 567 Avenue Road, Toronto, Ontario, through his holdings and through shares held by associates and by companies with which he is connected and International Bond and Equity Corporation Limited, Room 1808, 80 King Street West, Toronto, Ontario, when the proposed acquisition referred in item 1 is completed may be in a position materially to affect control of the Company. The only persons having more than a 5% interest in International Bond and Equity Corporation Limited are Cyrus S. Eaton Jr., 2310 Terminal Tower, Cleveland 13, Ohio, USA, Financier; H. Murray Sinclair, 259 Dawlish Avenue, Toronto, Ontario. Research Director and Lawrence C. Turnock Jr., 2310 Terminal Tower, Cleveland 13, Ohio, USA, Financier.																		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Financial Statements.																		
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>By an agreement dated April 21, 1964 the Company has agreed to employ F. H. Jowsey for a period of ten years at a salary of \$12,000 per annum. By an agreement dated April 21, 1964 (which supersedes an agreement dated September 24, 1958) F. H. Jowsey Limited provides management services to the Company at a fee of \$10 per month. F. H. Jowsey, the President of the Company, is the only person having a greater than 5% interest in F. H. Jowsey Limited. Under agreement dated January 16, 1964 between R. J. Jowsey Mining Company Limited and Hevenor & Co., acting on behalf of a client, William Sacks, of 8 King Street West, Oshawa, Ontario, R. J. Jowsey Mining Company Limited has granted, subject to the terms and conditions of the said agreement, to Hevenor & Co. acting as aforesaid options to purchase 1,100,000 issued shares of Atlin-Ruffner Mines (B.C.) Limited as follows:</p> <table><tr><td>Number of Shares</td><td>Price Per Share</td><td>Period after effective date during which option exercisable</td></tr><tr><td>200,000</td><td>5¢</td><td>3 months</td></tr><tr><td>200,000</td><td>5¢</td><td>6 months</td></tr><tr><td>200,000</td><td>6¢</td><td>9 months</td></tr><tr><td>200,000</td><td>6¢</td><td>12 months</td></tr><tr><td>300,000</td><td>6¢</td><td>15 months</td></tr></table> <p>Options covering all of the 1,100,000 shares have been exercised.</p>	Number of Shares	Price Per Share	Period after effective date during which option exercisable	200,000	5¢	3 months	200,000	5¢	6 months	200,000	6¢	9 months	200,000	6¢	12 months	300,000	6¢	15 months
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200,000	6¢	12 months																	
300,000	6¢	15 months																	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts and no shares of the Company are in primary distribution.																		

CERTIFICATE OF THE COMPANY

DATED May 12, 1964.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

R. J. JOWSEY MINING COMPANY LIMITED

"R.J. Jowsey" by R. J. Jowsey CORPORATE SEAL

"H.G. Hurley"

SECRETARY

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)